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December 23, 1998

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FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, D.C.

Ms. Magalie Roman Salas
Secretary
Federal Communications Commission
The Portals
445 Twelfth Street, S.W.
Washington, D.C. 20554


Re: GTE Corporation and Bell Atlantic Corporation Application for
Commission Consent to Transfer of Control, CC Docket No. 98-184

Dear Madam Secretary:

Enclosed for filing are an original and 4 copies of TRICOM USA, Inc.'s Reply
Comments regarding the Application by GTE Corporation and Bell Atlantic Corporation for
Commission Consent to Transfer of Control (CC Docket No. 98-184).

Please date-stamp the enclosed duplicate copy as received and return to the messenger
for our records. Thank you for your consideration.

Respectfully submitted,


Nancy J. Eskenazi

Enclosures

No. of Copies rec'd 0 + 4
List A B C D E

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of)	
GTE Corporation,)	
Transferor,)	CC Docket No. 98-184
and)	
Bell Atlantic Corporation,)	
Transferee,)	
For Consent to Transfer of Control.)	

REPLY COMMENTS OF TRICOM USA, INC.

INTRODUCTION

TRICOM USA, Inc. ("TRICOM") hereby replies to the Comments filed in the above-captioned matter concerning the application of GTE Corporation ("GTE") to transfer control of licenses and authorizations held by GTE subsidiaries and affiliates to Bell Atlantic Corporation ("Bell Atlantic").

TRICOM disagrees with the handful of commenters that believe the proposed merger is in the public interest¹ and agrees with the commenters who do not see any economic or services benefit to consumers of telecommunications services from the

¹ See, *Comments of: Bear Stearns & Co.; Communications Workers of America; Competitive Enterprise Institute; EMC²; Keep America Connected, et.al.*; and *National Consumers League*, CC Docket No. 98-184, filed November 23, 1998.

proposed merger.² TRICOM would like the applicants to explain how the combination of their substantial financial and human resources in the control of bottleneck facilities on each side of international communications will encourage competition on those routes as well as with small, niche services providers who are dependent upon the use of those facilities for their services. To this end, the applicants should be required to provide a detailed explanation of how consumer interests are served by the elimination of small or competitive service providers from the market. In the alternative, the applicants should provide enforceable assurances that it will not use its end-to-end control to force competitors from the market. Moreover, TRICOM maintains its position that should the Commission grant the application, it should only do so with, at a minimum, the imposition of the conditions listed in Sections III through V of TRICOM's Comments.³

² See, *Comments of TRICOM USA, Inc. (TRICOM Comments)*, CC Docket No. 98-184, filed November 23, 1998. See also, *Comments* identified in footnote 6 herein.

³ TRICOM requested that the Commission impose the following conditions: 1) pursuant to 47 C.F.R. Section 63.10, where the merged company has the potential of bottleneck control, it should be regulated as a dominant carrier on the U.S.-overseas routes, including without limitation to, the Dominican Republic and Venezuela and domestically between or among New York, Puerto Rico and other similarly situated locations; 2) GTE and Bell Atlantic shall present information to the Commission, prior to any merger, demonstrating that each affiliate or subsidiary lacks bottleneck control. Such information shall be subject to comment by interested parties; 3) prior to authorization for transfer of licenses and authorizations, GTE and Bell Atlantic shall demonstrate that all overseas affiliates or subsidiaries they are now treating, and shall be required into the future to treat, all non-affiliated U.S. carriers in a non-discriminatory manner; 4) a process shall be implemented whereby the merged company shall provide detailed performance monitoring reports to the Commission, identical to those required for the Bell Atlantic-NYNEX merger, for a period of four years; 5) the Commission should impose other standards and requirements specified in the Bell Atlantic-NYNEX merger; 6) the Commission should impose any other conditions it deems necessary and appropriate to prevent anti-competitive behavior; 7) the Commission should impose a condition to avoid anti-competitive behavior or inaccurate reporting due to this potential; and 8) Bell Atlantic and GTE should be prohibited from maintaining or assuming any role within any logistical or organizational system of the United States, or any regulatory or quasi regulatory role in any state or territory of the United States. *Id.*

I. Applicants Fail to Show that the Proposed Merger will Promote Competition and Serve the Public Interest and Applicants Should be Required to Provide Further Data and Supporting Evidence Prior to Any Merger.

In its Comments, TRICOM demonstrated, through concrete examples, that the merged entity would have the ability to use their enormous resources to build-out infrastructure in markets in which they are already the dominant providers.⁴ TRICOM remains steadfast in its position that the proposed merger would have no competitive benefit in the international services market or to users of the small, competitive carriers dependent upon Bell Atlantic and GTE for interconnection into their respective markets,⁵ and to the contrary, has every potential incentive to be anti-competitive. Like many other commenters,⁶ TRICOM also remains unconvinced that the merger will, or is necessary to, stimulate competition. Simply stated, if small carriers cannot compete, the consumer suffers in terms of price and availability of service.

The applicants assert, but fail to show, how competition is increased and the public interest is served in the international services market. Evidence supporting the applicants' assertion such as traffic patterns, key markets, markets where the company

⁴ See, *id.* at pages 4-5.

⁵ See, e.g. Comments of: Commonwealth of the Northern Mariana Islands; CoreComm Ltd.; Focal Communications Corporation; Freedom Ring Communications, LLC d/b/a BayRing Communications; Hyperion Telecommunications, Inc.; State Communications, Inc.; KMC Telecom Inc.; and PaeTec Communications, Inc., CC Docket No. 98-184, filed November 23, 1998.

⁶ See, e.g. Comments of: AT&T; Cablevision Lightpath, Inc.; The Competitive Telecommunications Association; The Consumer Groups; Consumers Union and The Consumer Federation of America; CoreComm Ltd.; CTC Communications Corp.; e.spire Communications, Inc.; Focal Communications Corporation; Freedom Ring Communications, LLC d/b/a BayRing Communications; Hyperion Telecommunications, Inc.; KMC Telecom, Inc.; Level 3 Communications, Inc.; MCI Worldcom, Inc.; N.J. Coalition for Local Telephone Competition; PaeTec Communications, Inc.; Inc.; RCN Telecom Services, Inc. Sprint Communications Company; State Communications, Inc.; Supra Telecommunications & Information Systems, Inc. USXchange, L.L.C.; and Worldpath Internet Services. CC Docket No. 98-184, filed November 23, 1998.

would be dominant on both sides of the communication are conveniently omitted from the application. Such data is crucial because combined market power and dominance of core markets on both sides of the communications pipe make competition more difficult and, thus, contrary to the public interest. We continue to urge the Commission to seek an economic explanation as to how small, competitive, new entrants will effectively compete with the merged entity under the proposed conditions to enhance quality of service and reduce consumer prices, or in the alternative, to deny the application.

II. Applicants Fail to Show How Their Control of Potentially Bottleneck Services or Facilities Favor the Public Interest.

Bell Atlantic and GTE control many foreign or territorial U.S. telecommunications service providers, some of which are monopoly or dominant providers.⁷ Not surprisingly, the application fails to identify the specific percentage of ownership and the applicants control over foreign carriers. The combined facilities of the merged company provide the potential to serve as a bottleneck to and from the overseas points where Bell Atlantic and GTE control the dominant carrier. The merged entity would not only control facilities on the domestic end in the largest metropolitan areas of the United States, but also on the foreign and territorial end. Moreover, the merged entity would be able to leverage its strong or dominant presence in U.S. metropolitan areas with its non-dominant services overseas. This is a classic recipe for anti-competitive behavior.

⁷ The applicants' global holdings include telecommunications companies in the Dominican Republic, Venezuela, Micronesia, China, Canada, New Zealand, Mexico, Italy, Bermuda, Indonesia, the United Kingdom, Thailand, the Philippines, Greece, Slovakia, the Czech Republic, Gibraltar, India, Japan, Taiwan, the Northern Marianas Islands, and if approved by the Commission, Puerto Rico.

Accordingly, we urge the Commission to deny the application or to impose the conditions listed in TRICOM's Comments on the proposed merger.⁸ We believe that, in order to avoid control of both sides of the communications and "creative" traffic reporting, it is imperative that any merger be conditioned on avoidance of anti-competitive behavior or inaccurate reporting.

III. Applicants Should Shed Themselves of Regulatory or Quasi-Regulatory Tasks and Responsibilities

Our Comments refer to state regulatory procedures which, when made the responsibility of the dominant carrier, raise additional potential problems and lead to potential abuses of authority. TRICOM remains concerned with abuses related to application of numbering plans by dominant carriers as it has previously experienced difficulties with both applicants.⁹ The proposed merger would give Bell Atlantic and GTE the incentive and ability to act as a bottleneck to essential authorizations of its own competitors. Moreover, where the merged company would control the numbering plans on both sides of the communication, the merged company has the potential to hinder competition and the growth thereof, to the ultimate detriment of the consumer interest.

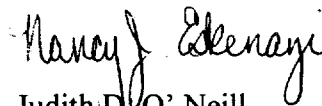
Similarly, TRICOM reiterates its belief that where the applicant is the dominant carrier, such as Bell Atlantic in New Jersey, it should not have quasi-regulatory responsibilities. Those responsibilities enable it to delay the processing of competitors' applications and thereby delay and disadvantage competitors' market entry. The applicants should be required to give up that role and not accept any future similar role.

⁸ *TRICOM Comments*, at pages 7-8.

CONCLUSION

TRICOM reiterates its position that it does not see any economic benefit or services benefit to consumers of telecommunications services from the proposed merger. TRICOM urges the Commission request explanation from the applicants as to how their enormous combined resources, in direct control of bottleneck facilities on each side of international communications is not a direct threat to competition on those routes as well as to, small niche services providers in various services. The applicant should also provide a detailed explanation of how the consumer interests are served, or alternatively, the enforceable assurances that the applicants can provide that it will not use end-to-end control to "squeeze out" competitors.

Respectfully submitted,



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December 23, 1998

⁹ *Id.*

CERTIFICATE OF SERVICE

I, Nancy Eskenazi, do hereby certify that a copy of TRICOM USA, Inc.'s Reply Comments in response to the GTE Corporation and Bell Atlantic Corporation Application for Commission Consent to Transfer of Control, dated December 23, 1998, has been sent by U.S. Mail, postage prepaid, to the following:

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